

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set out in this appendix does not form part of the accountants' report prepared by the reporting accountants of the Company, Deloitte & Touche S.p.A., Italy, Statutory Audit Firm, and Deloitte Touche Tohmatsu, Hong Kong, Certified Public Accountants, as set out in Appendix I "Accountants' Report" to this prospectus, and is included herein for information only.

The unaudited pro forma financial information should be read in conjunction with "Financial Information" and Appendix I "Accountants' Report" to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative and unaudited pro forma statement of adjusted net tangible assets of the Company and its subsidiaries (collectively the "Group"), which has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering as if it had taken place on January 31, 2011 assuming the Over-allotment Option is not exercised.

This unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the net tangible assets of the Group as at January 31, 2011 or at any future dates following the Global Offering.

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as at January 31, 2011	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted net tangible assets of the Group attributable to owners of the Company	Unaudited pro forma adjusted net tangible assets value per Share	
	(Note 1)	(Note 2)		(Note 3)	(Note 5)
	€ '000	€ '000	€ '000	€	HK\$
Based on an Offer Price of HK\$36.50 per Offer Share	335,231	185,445	520,676	0.20	2.31
Based on an Offer Price of HK\$48.00 per Offer Share	335,231	244,326	579,557	0.23	2.57

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Notes:

- (1) The audited consolidated net tangible assets of the Group attributable to owners of the Company as at January 31, 2011 is extracted from the Accountants' Report set out in Appendix I to this prospectus, which is based on the audited consolidated net assets of the Group attributable to owners of the Company as at January 31, 2011, of € 1,204.4 million less the intangible assets of the Group as at January 31, 2011 of approximately € 869.1 million.
- (2) The estimated net proceeds from the Global Offering are based on an indicative Offer Prices of HK\$36.50 (equivalent to € 3.22) and HK\$48.00 (equivalent to € 4.23) per Offer Share, respectively (after deducting the underwriting fees and other related expenses). For the purpose of the estimated net proceeds from the Global Offering, the amount stated in Hong Kong dollars has been converted into Euro at the rate of € 1.00 to HK\$11.35. No representation is made that the Euro amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.
- (3) The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in note 2 in the preceding paragraph and on the basis that 2,558,824,000 Shares were in issue assuming that the Global Offering and share split had been completed on January 31, 2011.
- (4) No adjustment has been made to the unaudited pro forma adjusted net tangible assets of the Group to reflect any trading result or other transaction of the Group entered into subsequent to January 31, 2011. In particular, the unaudited pro forma adjusted net tangible assets of the Group has not taken into account the payment of dividend of € 35 million which was approved by the shareholders' meeting on March 28, 2011.
- (5) For the purpose of this unaudited pro forma adjusted net tangible assets, the balance stated in Euro are converted into Hong Kong dollars at the rate of € 1.00 to HK\$11.35. No representation is made that the Euro amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.

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B. UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

The following unaudited pro forma forecast basic earnings per Share has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering as if it had taken place on February 1, 2011. The unaudited pro forma forecast earnings per Share has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial results of the Group had the Global Offering been completed as at February 1, 2011 or for any future periods.

For the six months ending July 31, 2011	
Unaudited forecast consolidated profit attributable to owners of the Company ⁽¹⁾	Not less than € 150.7 million (equivalent to approximately HK\$1,710.4 million)
Unaudited pro forma forecast basic earnings per Share ⁽²⁾	Not less than € 0.0589 (equivalent to approximately HK\$0.6684)

Notes:

- (1) The unaudited forecast consolidated profit attributable to owners of the Company for the six months ending July 31, 2011 is extracted from the section headed "Financial Information — Profit Forecast" in this prospectus. The bases and assumptions on which the above profit forecast for the six months ending July 31, 2011 have been prepared are summarized in the section headed "Profit Forecast" in Appendix III to the prospectus.
- (2) The calculation of the unaudited pro forma forecast basic earnings per Share is based on the unaudited forecast consolidated profit attributable to owners of the Company for the six months ending July 31, 2011 and a total of 2,558,824,000 Shares in issue, assuming that the Global Offering and share split had been completed on February 1, 2011.
- (3) For the purpose of this unaudited pro forma forecast earnings per Share, the balance stated in Euro are converted into Hong Kong dollars at the rate of € 1.00 to HK\$11.35. No representation is made that the Euro amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.

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C. REPORT FROM THE REPORTING ACCOUNTANTS ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from Deloitte & Touche S.p.A., Italy, Statutory Audit Firm, and Deloitte Touche Tohmatsu, Hong Kong, Certified Public Accountants, for the purpose of incorporation in this prospectus.



ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

TO THE DIRECTORS OF PRADA S.P.A.

We report on the unaudited pro forma financial information of PRADA S.p.A. (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**"), which has been prepared by the directors of the Company for illustrative purposes only, to provide information about how the proposed placing and public offer might have affected the financial information presented, for inclusion in Appendix II to the prospectus dated June 13, 2011 (the "**Prospectus**"). The basis of preparation of the unaudited pro forma financial information is set out in sections A and B of Appendix II to the Prospectus.

Respective responsibilities of directors of the Company and reporting accountants

It is the responsibility solely of the directors of the Company to prepare the unaudited pro forma financial information in accordance with paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants.

It is our responsibility to form an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

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Basis of opinion

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the unaudited pro forma financial information with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purpose of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Our work has not been carried out in accordance with the auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if it has been carried out in accordance with those standards.

The unaudited pro forma financial information is for illustrative purpose only, based on the judgements and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in future and may not be indicative of:

- the financial position of the Group as at January 31, 2011 or any future date; or
- the earnings per share of the Group for the six months ending July 31, 2011 or any future period.

Opinion

In our opinion:

- a) the unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated;
- b) such basis is consistent with the accounting policies of the Group; and

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- c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Deloitte & Touche S.p.A.
Milan, Italy

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

June 13, 2011